

RECORDATION NO. 30045 FILED

DEC 29 '11 -5 30 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1984)

OF COUNSEL
URBAN A. LESTER

December 29, 2011

Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Ms. Brown:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Equipment Schedule No. 2 to Master Rail Lease Agreement, dated as of December 29, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	PNC Equipment Finance, LLC 620 Liberty Avenue Pittsburgh, PA 15222
Lessee:	Trinity Industries Leasing Company 2525 Stemmons Freeway Dallas, TX 75207

Chief of the Section of Administration
December 29, 2011
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A description of the railroad equipment covered by the enclosed document is:

45 tank railcars: TILX 200752 – TILX 200796.

A short summary of the document to appear in the index is:

Memorandum of Equipment Schedule No. 2 to Master Rail Lease Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to be 'E. M. Luria', with a checkmark to the left of the signature.

Edward M. Luria

EML/sem
Enclosures

DEC 29 '11 -5 30 PM

**MEMORANDUM OF EQUIPMENT SCHEDULE NO. 2 TO
MASTER RAIL LEASE AGREEMENT
(PNCEF – TILC)**

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF EQUIPMENT SCHEDULE NO. 2 TO MASTER RAIL LEASE AGREEMENT made and entered into as of December 29, 2011 (this "Memorandum") is between PNC EQUIPMENT FINANCE, LLC, a Delaware limited liability company, as Lessor ("Lessor"), and TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation, as Lessee ("Lessee").

WITNESSETH:

The RBS Asset Finance, Inc. ("RBS") and Lessee have entered into that certain Master Rail Lease Agreement (as amended, supplemented or modified, the "Lease Agreement"), dated as of November 23, 2011, whereby the RBS or its designee has agreed to lease to the Lessee and the Lessee has agreed to lease from RBS or its designee assorted railroad cars, to be described in equipment schedules thereto, including the railcars described in Equipment Schedule No. 2 to Lease Agreement, dated as of December 29, 2011 ("Equipment Schedule No. 2") between Lessor and Lessee.

The undersigned have entered into Equipment Schedule No. 2, whereby assorted railroad cars set forth on Exhibit A attached hereto (collectively, the "Equipment"), are made subject to the Lease Agreement.

This Memorandum is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) for the purpose of giving record notice and evidence of Equipment Schedule No. 2 and the Equipment.

The parties hereto are the named parties to the Lease Agreement, insofar as the Lease Agreement is incorporated into Equipment Schedule No. 2, and such parties do hereby acknowledge and confirm the rights and obligations made therein and the interests of the Lessor therein.

For the purposes of facilitating the execution of this Memorandum, this Memorandum may be executed simultaneously in any number of counterparts, each of which counterparts shall be deemed to be an original, and all of which counterparts shall constitute but one and the same instrument.

Capitalized terms used herein and not otherwise defined shall have the meanings assigned thereto in the Lease Agreement.

IN WITNESS WHEREOF, the parties have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TRINITY INDUSTRIES LEASING
COMPANY

By: CAD
Name: C. Lance Davis
Title: Vice President

PNC EQUIPMENT FINANCE, LLC

By: _____
Name: _____
Title: _____

[EXECUTION PAGE OF MEMORANDUM OF EQUIPMENT SCHEDULE NO. 2 TO
MASTER RAIL LEASE AGREEMENT]

COMMONWEALTH OF PENNSYLVANIA

§
§
§

SS:

COUNTY OF _____

On this, the ____ day of _____, 2011, before me _____, the undersigned officer, personally appeared _____, who acknowledged himself/herself to be _____ of PNC EQUIPMENT FINANCE, LLC, a limited liability company, and that he/she as such member being authorized to do so, executed the foregoing Memorandum for the purposes therein contained by signing the name of the limited liability company by himself/herself as _____.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Notary Public

[Notarial Seal]

My commission expires:

STATE OF TEXAS

§
§
§

SS:

COUNTY OF DALLAS

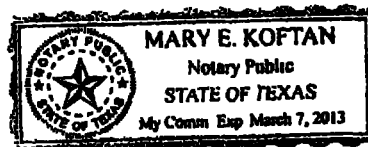
On this 29th day of December, 2011, before me personally appeared C. Lance Davis, to me personally known, who being by me duly sworn, says that he/she is Vice President of TRINITY INDUSTRIES LEASING COMPANY, and that the foregoing Memorandum was signed on behalf of said entity. Further, he/she acknowledged that the execution of the foregoing Memorandum was the free act and deed of said entity.

Mary E. Koftan
Notary Public

[Notarial Seal]

My commission expires:

March 7, 2013



IN WITNESS WHEREOF, the parties have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TRINITY INDUSTRIES LEASING
COMPANY

By: _____
Name: _____
Title: _____

PNC EQUIPMENT FINANCE, LLC

By: 
Name: _____
Title: **Michael J. Colangelo**
Vice President

[EXECUTION PAGE OF MEMORANDUM OF EQUIPMENT SCHEDULE NO. 2 TO
MASTER RAIL LEASE AGREEMENT]

COMMONWEALTH OF PENNSYLVANIA

§

SS:

§

COUNTY OF ALLEGHENY

On this, the 28th day of December, 2011, before me, R. Carol Hallberg, personally appeared Michael J. Colangelo, who acknowledged himself to be Vice President of PNC EQUIPMENT FINANCE, LLC, a limited liability company, and that he as such member being authorized to do so, executed the foregoing Memorandum for the purposes therein contained by signing the name of the limited liability company by himself Vice President.

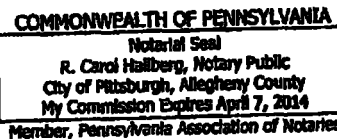
IN WITNESS WHEREOF, I hereunto set my hand and official seal.

R. Carol Hallberg
Notary Public

[Notarial Seal]

My commission expires:

April 7, 2014



STATE OF TEXAS

§

SS:

§

COUNTY OF DALLAS

§

On this _____ day of _____, 2011, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he/she is _____ of TRINITY INDUSTRIES LEASING COMPANY, and that the foregoing Memorandum was signed on behalf of said entity. Further, he/she acknowledged that the execution of the foregoing Memorandum was the free act and deed of said entity.

Notary Public

[Notarial Seal]

My commission expires:

EXHIBIT A

DESCRIPTION OF EQUIPMENT UNDER EQUIPMENT SCHEDULE NO. 2

45 insulated, non-coiled, tank cars, 20,413 U.S. Gallon nominal capacity, DOT 111A100W1, with the following respective reporting marks and numbers:

TILX200752	TILX200792
TILX200753	TILX200793
TILX200754	TILX200794
TILX200755	TILX200795
TILX200756	TILX200796
TILX200757	
TILX200758	
TILX200759	
TILX200760	
TILX200761	
TILX200762	
TILX200763	
TILX200764	
TILX200765	
TILX200766	
TILX200767	
TILX200768	
TILX200769	
TILX200770	
TILX200771	
TILX200772	
TILX200773	
TILX200774	
TILX200775	
TILX200776	
TILX200777	
TILX200778	
TILX200779	
TILX200780	
TILX200781	
TILX200782	
TILX200783	
TILX200784	
TILX200785	
TILX200786	
TILX200787	
TILX200788	
TILX200789	
TILX200790	
TILX200791	

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated: 12/29/11

Edward M Luria
Edward M Luria